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**CHINA LITERATURE LIMITED**

**阅文集团**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 772)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON MAY 22, 2023  
AND  
CHANGE OF DIRECTORS AND MEMBERS OF BOARD COMMITTEE**

Reference is made to the circular (the “**Circular**”) of China Literature Limited (the “**Company**”) incorporating, amongst others, the notice (the “**Notice**”) of annual general meeting of the Company (the “**AGM**”), dated April 28, 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE AGM**

At the AGM held on May 22, 2023, all the proposed resolutions as set out in the Notice were taken by poll.

As at the date of the AGM, the total number of issued shares of the Company was 1,015,238,417 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM. There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM. No party has stated its intention in the Circular that it would vote against any proposed resolution or that it would abstain from voting at the AGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2022 and the reports of the directors and auditors thereon.	709,972,182 (99.932249%)	481,338 (0.067751%)
2.	(a) To re-elect Mr. James Gordon Mitchell as a non-executive Director.	667,176,202 (93.908626%)	43,276,318 (6.091374%)
	(b) To re-elect Mr. Cao Huayi as a non-executive Director.	703,802,023 (99.063879%)	6,650,697 (0.936121%)
	(c) To authorise the Board to fix the remuneration of the Directors.	710,119,790 (99.953152%)	332,830 (0.046848%)
3.	To elect Mr. Xie Qinghua as a non-executive Director and authorise the Board to fix the Director's remuneration.	680,634,826 (95.802986%)	29,817,794 (4.197014%)
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2023.	708,831,261 (99.771771%)	1,621,459 (0.228229%)
5.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company.	623,770,609 (87.799044%)	86,682,011 (12.200956%)
	(B) To give a general mandate to the Directors to buy back shares in the Company not exceeding 10% of the total number of issued shares of the Company.	709,377,514 (99.848673%)	1,075,106 (0.151327%)
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares bought back by the Company.	624,357,142 (87.881614%)	86,095,378 (12.118386%)
6.	To consider and, if thought fit, approve the amendments to the 2020 Restricted Share Unit Scheme.	625,979,008 (88.109888%)	84,473,612 (11.890112%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
7.	To grant the RSU Mandate to the Directors to issue a maximum of 45,710,177 Shares under the restricted share unit scheme of the Company adopted on May 15, 2020 provided that the total number of Shares which may be issued in respect of all options and awards to be granted under all of the schemes of the Company under the must not exceed 10% of the Shares in issue as at the date of approval of the RSU Mandate.	624,775,842 (87.940524%)	85,676,878 (12.059476%)
8.	To consider, if thought fit, approve the amendments to the Share Option Plan.	624,408,036 (87.888765%)	86,044,584 (12.111235%)
9.	To consider and, if thought fit, approve the Service Provider Sublimit.	624,408,036 (87.888753%)	86,044,684 (12.111247%)
<p><b>As more than 50% of the valid votes were cast in favour of each of the above resolutions at the AGM, all the above resolutions were duly passed by way of poll as ordinary resolutions of the Company.</b></p>			

#### ATTENDANCE OF THE DIRECTORS

Mr. Hou Xiaonan, Mr. James Gordon Mitchell, Mr. Cao Huayi, Mr. Leung Sau Ting Miranda and Mr. Liu Junmin attended the AGM in person. Mr. Cheng Yun Ming Matthew and Mr. Yu Chor Woon Carol attended the AGM by electronic means. Mr. Zou Zhengyu was unable to attend the AGM, due to other business commitment.

#### CHANGE OF DIRECTORS AND MEMBERS OF BOARD COMMITTEE

As disclosed in the Circular, Mr. Cheng Yun Ming Matthew (“**Mr. Cheng**”) has retired from office as non-executive Director upon conclusion of the AGM. Mr. Cheng has also ceased to be a member of the audit committee of the Board (“**Audit Committee**”). Mr. Cheng confirmed that he has no disagreement with the Board during his term of office, and that there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

As the resolution in respect of appointing Mr. Xie Qinghua (“**Mr. Xie**”) as non-executive Director was duly passed by Shareholders at the AGM, the Board is pleased to announce that Mr. Xie has been appointed as non-executive Director and a member of the Audit Committee for a term of three years commencing from May 22, 2023. Please see below the biographical details of Mr. Xie:

## **Mr. Xie Qinghua**

Aged 44, joined Tencent Group in December 2003, and currently serves as the corporate vice president of the Tencent Group. Mr. Xie Qinghua also currently serves as a non-executive director of Yixin Group Limited (listed on the Stock Exchange under the stock code: 2858), a non-executive director of Tongcheng Travel Holdings Limited (listed on the Stock Exchange under the stock code: 0780) and a director of Huya Inc. (listed on the New York Stock Exchange under the stock code: HUYA). Mr. Xie Qinghua obtained a bachelor's degree in economics from Sun YatSen University in 2001.

As at the date of this announcement, Mr. Xie was interested in 148,446 shares of Tencent, representing approximately 0.00% of the issued share capital of Tencent under Part XV of the SFO and comprising (i) 47,578 shares of Tencent, (ii) 100,798 shares underlying Tencent in respect of the awarded shares granted to Mr. Xie under share award schemes of Tencent, and (iii) 70 shares underlying Tencent in respect of the options granted to Mr. Xie under share option schemes of Tencent.

Mr. Xie will not receive any director's fee or any other emoluments.

Save as disclosed above, as at the date of this announcement, Mr. Xie does not (i) hold any other position with the Company or any other member of the Group, or any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) have any relationship with any Director, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules); or (iii) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Hong Kong Laws).

Save as disclosed above, there is no other matter in relation to the election of Mr. Xie that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Xie which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its gratitude to Mr. Cheng for his valuable contributions to the Group during his tenure of office and also the Board wishes to express its warm welcome to Mr. Xie for joining the Board.

By order of the Board  
**CHINA LITERATURE LIMITED**  
**Mr. James Gordon Mitchell**

*Chairman of the Board and Non-executive Director*

Hong Kong, May 22, 2023

*As at the date of this announcement, the board of directors of the Company comprises Mr. Hou Xiaonan as executive Director; Mr. James Gordon Mitchell, Mr. Cao Huayi, Mr. Zou Zhengyu and Mr. Xie Qinghua as non-executive Directors; Ms. Yu Chor Woon Carol, Ms. Leung Sau Ting Miranda and Mr. Liu Junmin as independent non-executive Directors.*